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LAW OFFICES  
**REA, CROSS & AUCHINCLOSS**  
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1707 L STREET, N.W.  
WASHINGTON, D. C. 20036  
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**SURFACE TRANSPORTATION BOARD**

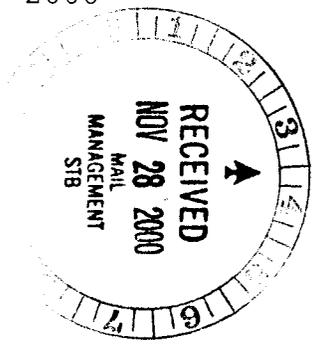
DONALD E. CROSS (1923-1986)

THOMAS M. AUCHINCLOSS, JR.  
LEO C. FRANNEY  
JOHN D. HEFFNER  
KEITH G. O'BRIEN  
BRYCE REA, JR.  
BRIAN L. TROLANO

BY HAND

November 28, 2000

Ms. Taledia M. Stokes  
Equipment Recordation Office  
Surface Transportation Board  
1925 K St., N.W. - Room 704  
Washington, D.C. 20423



**ATTN: Recordation Unit**

Dear Ms. Stokes:

I am enclosing for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) the following document which is a "primary document" under the Board's equipment recordation regulations at 49 CFR 1177.1:

Memorandum of Assignment of Lease  
for Security Interest Only  
dated November 13, 2000

The names and addresses of the parties to this Memorandum of Assignment of Lease for Security Interest Only are:

Secured Party: Bank of America, N.A.  
1200 Main Street, 12th Floor  
Kansas City, MO 64105

Debtor: Caldwell-Baker Company  
5250 W. 94th Terrace  
Prairie Village, KS 66207

A full description of the railroad equipment covered by this Security Agreement is as follows:

Three hundred seventeen (317) RFXM 4,740-4,785 cubic foot, 100 ton, through hatch, gravity discharge, covered hopper cars (as listed in the attached Exhibit A).

A short summary of the enclosed document to appear in the Board's index is as follows:

Memorandum of Assignment of Lease for Security Interest

Ms. Taledia M. Stokes  
November 28, 2000  
Page Two

Only dated November 13, 2000, between Caldwell-Baker Company (debtor) and Bank of America, N.A. (secured party) covering three hundred seventeen (317) 4,740-4,785 cubic foot, 100 ton, through hatch, gravity discharge, covered hopper cars.

A recordation fee check in the amount of \$26.00 is enclosed.

Please date stamp and return for our files one copy of this letter and the additional copy of the Memorandum of Assignment of Lease for Security Interest Only.

Sincerely yours,



John D. Heffner

cc: William J. Hornung

MEMORANDUM OF ASSIGNMENT OF LEASE  
FOR SECURITY INTEREST ONLY



Memorandum of Assignment of Lease for Security Interest Only (hereafter, "Assignment" or "Assignment of Lease") made and entered into as of November 13, 2000 by and between Caldwell-Baker Company, a Delaware corporation ("Assignor"), and Bank of America, N.A., a national bank with offices at 1200 Main Street, Kansas City, Missouri ("Assignee").

WITNESSETH:

WHEREAS, Assignor, as Lessor, has leased to Southern Illinois Railcar Company ("Lessee") as many as three hundred and seventeen (317) 4,740-4,785 cubic feet, 100 ton, trough hatch, gravity discharge, covered hopper cars (as specifically identified in Exhibit A to a Railcar Lease Agreement by and between Assignor and Lessee executed and dated as of August 29, 1997 and modified/amended as of October 20, 1997 – the two instruments collectively referred to hereafter, "the Lease"). The above-described cars shall be referred to hereafter as "the Railcars."

WHEREAS, Assignee for Lease has entered into certain financial arrangements with Assignor whereby, for good and valuable consideration and as security for certain funds that Assignee has agreed to lend to Assignor, Assignor has agreed to convey to Assignee all of Assignor's right title and interest in the Lease (but only upon an Event of Default as defined in the "Security Agreement" and only with respect to a selected number of the Railcars as is specifically listed to Exhibit A attached hereto), the Lease is being assigned by Assignor to Assignee.

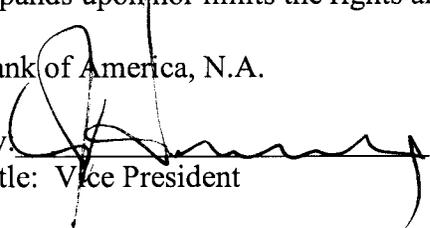
NOW, THEREFORE, know all persons by these presents that effective November 13, 2000, Assignor has assigned to Assignee for security purposes only, and Assignee has accepted and assumed all the rights, responsibilities and obligations of the Assignor under the Lease (and as relates only to a select group of the Railcars identified in Exhibit A-3) arising on or after November 13, 2000. Further, the subject assignment shall be recorded with the Surface Transportation Board in Washington, D.C.

FURTHER, Assignor will retain all of its rights and interest in the above-described railcar lease unless and until Assignor is in default of the "Security Agreement."

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed by their respective corporate officers with an effective date as first above written.

This Memorandum of Assignment of Lease for Security Interest Only is further documentation of a transaction entitled "Security Agreement" (executed and dated as of November 13, 2000), and especially as relates to the Security Agreement between Assignor and Assignee, and neither expands upon nor limits the rights and obligations under this Assignment of Lease.

Bank of America, N.A.

By:   
Title: Vice President

Caldwell-Baker Company

By:   
Title: President

## EXHIBIT A

51001	464288	464401	464482	464565	464660	464771	464859
51004	464292	464406	464483	464566	464661	464772	464862
54750	464293	464408	464485	464567	464667	464774	464865
464041	464294	464409	464487	464569	464672	464775	464866
464087	464296	464413	464489	464573	464678	464776	464868
464101	464297	464414	464490	464575	464680	464777	464870
464112	464298	464415	464491	464576	464683	464779	464883
464165	464301	464417	464492	464580	464686	464780	464887
464166	464304	464418	464496	464583	464691	464785	464888
464170	464306	464419	464502	464589	464694	464786	464892
464173	464308	464420	464505	464590	464697	464789	464893
464175	464309	464421	464507	464592	464701	464791	464898
464192	464311	464423	464509	464597	464704	464792	464903
464195	464312	464426	464510	464599	464705	464793	464905
464197	464316	464427	464511	464601	464706	464794	464910
464198	464321	464429	464512	464602	464709	464795	464916
464204	464332	464431	464513	464607	464711	464796	
464207	464336	464432	464514	464609	464712	464797	
464211	464337	464434	464517	464611	464714	464799	
464214	464339	464435	464522	464612	464715	464803	
464217	464341	464436	464525	464614	464716	464809	
464222	464342	464438	464527	464617	464717	464812	
464224	464344	464440	464528	464618	464720	464813	
464225	464345	464441	464530	464619	464721	464814	
464230	464346	464446	464533	464620	464722	464815	
464231	464347	464448	464535	464626	464725	464823	
464232	464348	464449	464537	464627	464726	464829	
464234	464350	464452	464538	464628	464728	464835	
464236	464352	464454	464541	464630	464729	464837	
464237	464355	464458	464543	464631	464732	464838	
464238	464357	464460	464544	464632	464736	464840	
464246	464358	464464	464546	464633	464738	464843	
464248	464362	464465	464547	464635	464748	464844	
464270	464368	464466	464548	464636	464749	464845	
464271	464369	464467	464550	464639	464754	464847	
464272	464371	464471	464551	464641	464756	464849	
464275	464372	464472	464554	464643	464761	464850	
464276	464377	464473	464557	464647	464763	464851	
464277	464379	464474	464558	464652	464764	464852	
464278	464381	464475	464561	464654	464767	464855	
464279	464382	464476	464562	464656	464768	464856	
464281	464383	464477	464563	464657	464769	464857	
464284	464391	464479	464564	464659	464770	464858	

STATE OF KANSAS

COUNTY OF JOHNSON

On this 13 day of November, 2000, before me appeared Carle Baker, Jr., to me personally known, who being by me duly sworn, says that he is Manager of The Baker Group, L.C. and President of Caldwell-Baker Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of both said limited liability company and corporation.

(SEAL)

Katherine P. King Notary Public

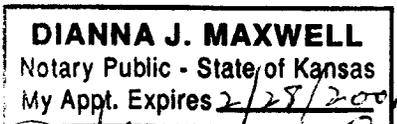
My Commission Expires: 9/8/08

**Katherine P. King**  
**Notary Public**  
**State of Kansas**  
My Appt. Exp. 9/8/08

STATE OF MISSOURI )  
 )  
COUNTY OF JACKSON )

On this ~~16th~~ day of Nov., 2000, before me appeared WILLIAM J. HORNUNG, to me personally known, who being by me duly sworn, says that he is Vice President of BANK OF AMERICA, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)



*Dianna J. Maxwell*

Notary Public

My Commission Expires: 2/28/2001